

# North Dakota Soccer Association

## Code of Conduct

November 5, 2011

### Introduction

North Dakota Soccer Association, hereby referred to as NDSA, has long maintained the highest ethical standards and the trust within the conduct of the business of soccer. These ethical policies go beyond rules set by law, as we know that our employees' and the public's trust in NDSA is both a serious responsibility and a strong tradition. While it is not possible to develop a detailed set of rules which cover all circumstances, or which serve as a substitute for good judgment and ethical conduct, the purpose of this Code is to set forth the ethics of NDSA in a written format which provides clear guidance to the directors, officers and employees. By following the policies embodied in this Code, we will achieve our mission and continue the tradition of integrity in all of the NDSA's dealings. It is the policy of NDSA that each of its executive board members, board members, officers and employees comply with both the letter and spirit of this Code.

### I. General Guidelines

All directors, officers and employees have a personal responsibility to ensure that their actions meet the highest ethical standards, and to abide by this Code and the laws, rules and regulations that apply to their work. Generally, you must:

1. Conduct the business of NDSA honestly, ethically and in good faith. You must use good judgment in conducting the business of NDSA. Occasionally, you may find yourself in a situation where your responsibilities under the law or this Code are unclear. In that circumstance, you must consult with the President of NDSA to be certain that you are using good judgment and acting consistent with the law and this Code.
2. Cooperate fully and honestly with NDSA in any soccer investigation or proceeding concerning your conduct or the conduct of other persons or entities with which NDSA has an interest.
3. Become familiar and comply with the laws, rules and regulations applicable to the NDSA and applicable to your responsibilities within the organization.
4. Comply with the rules, regulations and policies of NDSA as adopted and amended by the Executive Board of Directors, Standing Committees of the Board or Members of the Board of Directors.
5. Participate in NDSA board meetings and Annual General Meeting (AGM). Participation is required at 75% of all meetings.

### II. Safety

Safety is and always has been our top priority. NDSA's number one guiding principle is to "Never Compromise Safety." Each member of the NDSA soccer community must do everything he or she can to ensure the safety of our players and families. Specifically, you must:

1. Put safety first.

2. Understand and follow the safety and practices that apply to your position within the organization.
3. Take precautions necessary to protect NDSA's employees, players and families from harmful or dangerous situations.
4. Immediately report accidents, injuries, hazards, unsafe practices or conditions.
5. Not retaliate against or threaten anyone for the good faith reporting or supplying of information about a policy or conduct concern implicating safety.

### **III. Conflicts of Interest**

Business decisions must be made in the best interest of NDSA and based on sound business judgment, not motivated by personal interest or gain. Also, it is imperative that conduct not reflect adversely on NDSA. In that regard, you are required to:

1. Avoid personal conflicts of interest or the appearance of such conflicts which could reflect adversely on you or NDSA.
2. Disclose in advance to the President any relationship that might be perceived as a conflict of interest.
3. Avoid direct or indirect involvement or management in business activities which compete with NDSA or with entities that have a business relationship with the organization.
4. Refrain from directly or indirectly selling goods or services to NDSA, otherwise acting as a service provider or vendor to NDSA.
5. Refrain from taking advantage of your position within NDSA to earn a personal profit from property, information, employees, or business opportunities.
6. Refrain from supervising a family member or anyone with whom you have or had a close personal relationship without prior approval of NDSA's President.
7. Protect and ensure the efficient use of NDSA assets. The assets, whether tangible or intangible, are to be used only by authorized employees and only for legitimate business purposes.. You must refrain from using employees, materials, equipment, logos, trademarks or other assets of NDSA for any unauthorized or non-business purpose.
8. Refrain from the possession, sale, purchase, delivery, use or transfer of alcohol or illegal substances while working with players, at an NDSA soccer complex or any sanctioned or unsanctioned soccer event.

### **IV. Non-Discrimination and Harassment**

The employees of NDSA are its greatest asset.. NDSA is committed to maintaining a culture in which men and women of all ages, races, physical abilities, preferences and backgrounds are treated with dignity and respect. In that regard, you are required to:

1. Treat all employees and prospective employees fairly based upon performance, merit and ability without regard to race, color, religion, creed, sex, national origin, age, disability, sexual orientation, veteran status or other occupationally irrelevant characteristics.
2. Fully comply with the discrimination and harassment policies of NDSA.

3. Not retaliate against employees for filing in good faith a complaint of discrimination or harassment or for participating in good faith in an internal EEO investigation.

## **V. Business Relationships**

The Company is committed to business relationships with third parties which embrace and demonstrate high standards of ethical business behavior. All purchasing decisions must be made based on the best value received by the Company. In connection with business relationships, you must:

1. Neither solicit nor accept gifts for your personal use or benefit, such as favors, money, gift certificates, tickets, meals, entertainment, goods or services, from persons or entities attempting to acquire or maintain business from NDSA or from customers, vendors, suppliers, governmental bodies or other individuals or entities doing business with NDSA, except that it is permissible to accept gifts in the ordinary course of a business relationship where custom and practice dictate that such conduct is appropriate.

2. Except as is reasonable and customary in NDSA's business relationships, gifts should not be employed to influence individuals or groups who are in a position to award contracts or affect the award of contracts, business, or other benefit to NDSA or to you personally. Payments that violate United States or foreign law, including bribes or kickbacks to employees of any of those entities, are strictly prohibited. Gifts to persons or entities that are customary and legally permissible under applicable law are permissible. This may include gifts or favors of reasonable value or business breakfasts, lunches, business trips, or dinners that are customary business practices.

3. Meals that occur in conjunction with business meetings and conferences may be accepted. Invitations to business functions or conferences that involve customer, vendor or supplier provided overnight rooms or other accommodations may be accepted only with the prior approval of a member of the NDSA Executive Board.

4. Deal fairly with the Company's customers, vendors, suppliers, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

5. Formalize all vendor, supplier and business relationships with outside parties in written agreements after arms-length negotiations and in accordance with NDSA purchasing policies.

6. Refrain from committing NDSA, verbally or in writing, to any obligations other than in strict accordance with the approval authority granted to your position within NDSA

7. Refrain from using trade secrets, patents, or proprietary materials of third parties without the appropriate license agreements or consents, including the use of packaged computer software.

## **VI. Confidentiality**

In the course of our work, many of us have access to confidential information. NDSA's success is dependent upon its ability to maintain certain information in confidence. Examples of confidential information include: information about marketing plans, suppliers, potential litigation, litigation, contracts, joint ventures, alliances, security methods and procedures, inventions, processes, methods, business plans, financial performance, financial projections, trade secrets, business plans, personnel matters, or any other matter considered or reasonably expected to be considered confidential by NDSA. With respect to confidential information, you are required to:

1. Refrain from disclosing any confidential information unless such disclosure is required or protected by law or is made to persons within NDSA who have a need to know. This includes keeping NDSA's confidential documents secure and avoiding the inadvertent disclosure of NDSA business matters in conversations with individuals outside NDSA and those inside NDSA without a need to know.

2. Refrain from providing any stories, articles, speeches, records of operation, commentary or material for publication in any media in which NDSA is mentioned or indicated without prior approval from the President of NDSA.

## **VII. Monitoring Compliance with the Code**

It is the responsibility of each board member, officer and employee of NDSA to read and abide by this Code.

## **VIII. Reporting Violations of the Code**

Any person who believes that provisions of this Code have been or will be violated should promptly report any such violation or possible violation to the President of NDSA.

Good faith reporting of violations or possible violations of this Code or applicable law will not result in adverse consequences to the person reporting them even if the perceived violations are ultimately proven not to have occurred.

This Code is intended to provide guidance to board members, officers and employees. It is not intended to be, nor can it be, an exhaustive list of approved or non-approved conduct.

Remember that honesty, prudence and fairness are the touchstones of good conduct.

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